

Section 1.945(c) provides that:

{i}n the case of both auctionable license applications and non-mutually exclusive nonauctionable license applications, the Commission will grant the application without a hearing if it is proper upon its face and if the Commission finds from an examination of such application and supporting data, any pleading filed, or other matters which it may officially notice, that:

- (1) There *are* no substantial and material questions of fact;
- (2) The applicant is legally, technically, financially, and otherwise qualified;
- (3) A grant of the application would not involve modification, revocation, or non-renewal of any other existing license;
- (4) A grant of the application would not preclude the grant of any mutually exclusive application; and
- (5) A grant of the application would serve the public interest, convenience, and necessity.⁴²

The Application satisfies these criteria. First, the NetfreeUS proposal **offers** many significant public interest benefits as shown in Sections II and III above, including promotion of widespread deployment of **free** broadband service, introduction of new competition through the secondary market, facilitation of interoperability for commercial and public safety services, and initiation of a regular revenue stream for the federal government. In addition, there are no substantial and material questions of fact in the Application, which contains a specific, detailed explanation of the NetfreeUS proposal and the projected public interest benefits.

NetfreeUS also has demonstrated its legal, technical and financial qualifications to hold **the** license proposed here. As a wholly-owned unit of publicly-traded Speedus, **NetfreeUS offers** substantial financial and operational expertise in **the** telecommunications industry and, as described above, its management has a history of innovation and success. NetfreeUS also has certified compliance with the foreign ownership benchmarks of Section 310(b) of the Act

The Application can be granted without modification, revocation or non-renewal of existing licenses. Given that the Commission has already determined that incumbent BRS and FS licensees

⁴² See 47 C.F.R. §1.945(c)

in the 2155-2175 MHz band are to be relocated, those licenses will be modified to specify new frequencies and facilities irrespective of the grant of the Application. Moreover, NetfreeUS has pledged to strictly comply with the Commission's BRS/FS relocation policies. Accordingly, existing licenses do not require modification, revocation or non-renewal as a result of the Application.

Finally, the potential for mutual exclusivity under Section 1.945(c) should not bar grant of the Application. The FCC has full statutory authority to forbear from determining that the Application is mutually exclusive with other applications for the 2155-2175 MHz bands and thus subject to competitive bidding under Section 309(j) of the Act. In its Petition for Forbearance, NetfreeUS observes that the Commission's forbearance authority permits the Commission to forbear from "any regulation or any provision" with only narrow exceptions not applicable here, **if** the public interest so requires.⁴³ NetfreeUS demonstrates that it is proper for the Commission to exercise its forbearance authority with respect to Sections 1.945(b) and (c) because the Application satisfies the three prongs under the forbearance statute. The Petition for Forbearance shows that (1) forbearance would serve the public interest, (2) enforcement of Section 1.945 is unnecessary to

⁴³ See 47 U.S.C. §160(a), which provides that:

the Commission shall forbear from applying any regulation or any provision of this Act to a telecommunications carrier or telecommunications service, or class of telecommunications carriers or telecommunications services, in any or some of its or their geographic markets, if the Commission determines that –

- (1) enforcement of such regulation or provision is not necessary to ensure that the charges, practices, classifications, or regulations by, for, or in connection with that telecommunications carrier or telecommunications service are just and reasonable and are not unjustly or unreasonably discriminatory;
- (2) enforcement of such regulation or provision is not necessary for the protection of consumers; and
- (3) forbearance from applying such provision or regulation is consistent with the public interest

Section 160(d) provides that, with limited exceptions for certain rural telephone companies, the FCC may not forbear from interconnection requirements (47 U.S.C. §251(c)) or requirements regarding Bell Operating Company entry into inter-LAT.4 services (47 U.S.C. §271) unless these requirements have been fully implemented.

ensure that NetfreeUS's charges, practices, classifications, and regulations are just and reasonable and are not unjustly or unreasonably discriminatory, and (3) enforcement of Section 1.945 is unnecessary for consumer protection

In addition, as further discussed in NetfreeUS's Petition for Forbearance, Section 309(j)(6)(E) of the Act provides that the Commission's authority to issue licenses based on competitive bidding of mutually exclusive applications is conditioned on the Commission's "obligation in the public interest to use engineering solutions, negotiation, threshold qualifications, service regulations, and other means in order to avoid mutual exclusivity in application and licensing proceedings." In this regard, NetfreeUS has proposed in its Petition for Forbearance that the Commission should use regulatory tools other than competitive bidding to license the 2155-2175 MHz band, as follows:

- *Cut-off date.* The Commission should establish a clear cut-off date for the acceptance of applications in the 2155-2175 MHz bands by no later than May 1, 2007.
- *Announcement of Eligible Applicants.* Within 10 days after the cut-off date, the Commission should issue a public notice announcing a list of all applicants deemed to have submitted substantially complete applications and to have satisfied the Commission's threshold eligibility requirements. Nonqualifying applications would be listed separately as incomplete applicants, and the Commission would notify these applicants by letter regarding any identified deficiencies. Applicants with defective applications would have 15 days from the day of the Public Notice to amend their applications to correct any deficiencies.
- *Settlement period.* Once the pool of applicants is finalized, the Commission should announce by public notice a deadline by which applicants may jointly propose to settle the applications to remove any conflicts that would otherwise result in all or some of them being declared mutually exclusive. NetfreeUS recommends a 60-day settlement period. The settlement window approach serves the public interest because competing applications would not be deemed "mutually exclusive" until after the FCC has afforded applicants an opportunity to reach negotiated settlements. During the settlement window, applicants may submit engineering amendments or other settlement proposals for FCC approval.

- *Action on applications.* The Commission should take action on the applications based on responses submitted during the settlement window. If no Joint Settlement is proposed or accepted by the Commission, the Commission can proceed without delay to auction the spectrum or assign the spectrum by other means.

For the reasons stated above and as set forth in NetfreeUS's concurrently filed Petition for Forbearance, the Commission has ample authority to process and immediately grant the Application

V. THERE IS GOOD CAUSE FOR THE COMMISSION TO WAIVE CERTAIN PROCEDURAL RULES TO ALLOW ACCEPTANCE AND GRANT OF THIS APPLICATION.

NetfreeUS hereby requests waiver of certain rules to the extent necessary for its Application to be accepted for filing, processed by Commission staff and granted. Pursuant to Section 1.925(b)(3),⁴⁴ the Commission may waive a rule if: (i) the underlying purpose of a rule would not be served by its application in a particular case; or (ii) in view of the unique or unusual factual circumstances of a given case, application of a rule would be inequitable, unduly burdensome, or contrary to the public interest, or the applicant has no reasonable alternative.

To the extent necessary, the Commission should waive the Universal Licensing System (“ULS” electronic filing and other requirements of Section 1.913(b)⁴⁵ so that this Application may be considered. First, in the *Public Notice*, the Commission expressly stated that “[p]etitions, comments or *additional applications* may be filed using the Commission’s Electronic Comment Filing System (ECFS) or by paper filing.”⁴⁶ Thus, it would appear that the Commission has acknowledged that the ULS is not equipped to receive applications in the 2155-2175 MHz band and has established alternative filing procedures. The NetfreeUS Application is being filed pursuant to the *Public Notice* directive. While it would appear that waiver of Section 1.913(b) is

⁴⁴ 47 C.F.R. §1.925(b)(3).

⁴⁵ 47 C.F.R. §1.913(b).

⁴⁶ See *Public Notice* at 2 (emphasis added)

not required, NetfreeUS requests such a waiver out of an abundance of caution.⁴⁷ Second, because there is no Radio Service Code that corresponds precisely to NetfreeUS's Application, and to be consistent with the approach taken by M2Z, NetfreeUS selected the "B R code in response to item 1 on the Main Form of FCC form 601 for BRS service."⁴⁸ To the extent this response is incorrect, NetfreeUS seeks waiver of the requirement and requests **leave** to amend the Application *to* include a different Radio Service Code if deemed necessary by the Commission. Third, the Commission also should waive the requirements regarding completion of schedules for Form 601. NetfreeUS has completed Schedule B (required of BRS applicants) to the extent the responses are relevant. NetfreeUS also requests waiver of any other Commission rules to the extent necessary to allow processing and grant of its Application. To the extent Commission staff requires amendment of the Application to provide further information, NetfreeUS will provide supplemental information upon request.

Strict application of Section 1.913(b) would undermine the purpose of the rules and be contrary to the public interest. The purpose behind the Commission's electronic filing requirements is to streamline wireless services applications so that **new** services can *be* provided to the public in an expeditious **manner**.⁴⁹ By interpreting Section 1.913(b) strictly, the Commission

⁴⁷ The Commission has previously waived its electronic filing rules in cases where an applicant for a wireless service license could not file an application electronically due to its inability, through no fault of its **own**, to complete all the fields in a Commission form. In *Applications to Transfer Control of Licenses from Robert F. Broz to William B. Calcutt*, Order, 20 FCC Rcd 8848, ¶ 25 (WTB 2005) ("*Calcutt*"), the Wireless Telecommunications Bureau found that an applicant's inability to obtain a ULS password, which prevented it from filing its application electronically, constituted "unique and unusual circumstances" justifying waiver of the Commission's electronic filing rule. The Commission concluded that the applicant had no reasonable alternative but to manually file the application. As was the case in *Calcutt*, NetfreeUS does not have information – the Radio Service Code – to make its filing electronically through ULS. The filing requirements set out in the *Public Notice* would appear to preclude the need to rely on cases such as *Calcutt*, but to the extent a waiver is required, NetfreeUS submits that **this** case helps justify waiver grant.

⁴⁸ NetfreeUS does not, however, seek to be regulated as a BRS licensee, but instead has imposed a specific set of requirements and operating conditions to regulate its WPB service.

⁴⁹ See *Biennial Regulatory Review -- Amendment of Parts 0, 1, 13, 22, 24, 26, 27, 80, 87, 90, 95, 97, and 101 of the Commission's Rules to Facilitate the Development and Use of the Universal Licensing System in the Wireless Telecommunications Services; Amendment of the Amateur Service Rules to Authorize Visiting Foreign Amateur Operators to Operate Stations in the United States*, Report and Order: 13 FCC Rcd 21027 (1998) at ¶ 20.

actually would deny NetfreeUS the ability to expeditiously provide its free nationwide service. In this case, the Commission would exalt form over substance to frustrate the streamlining that Section 1.913(b) was designed to ensure.

Based on the foregoing, and in recognition of the public interest benefits that will flow From NetfreeUS's unique WPB, the Commission should waive Section 1.913(b), related electronic filing and schedule filing requirements, and any other Commission rules that would prevent the processing of this Application. Grant of the requested waivers will enable the Commission to give the Application appropriate consideration.

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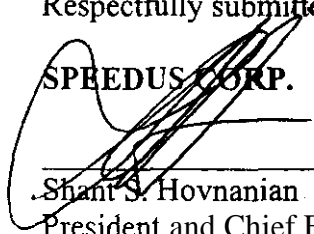
VI. CONCLUSION

The foregoing Application, along with the concurrently-filed Petition for Forbearance, demonstrates that NetfreeUS **is** qualified in all respects to hold **an** authorization to construct a free, nationwide public broadband service in the 2155-2175 MHz band. This Application shows that grant of the Application would advance important public interest benefits such as service to rural and underserved areas of the country, facilities-based competition to incumbent providers, public participation in the provision of broadband service and enhancements to public safety communications.

Respectfully submitted,

SPEEDUS CORP.

By:


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March 2, 2007

Exhibit 1
FCC Form 601 (Main Form and Schedule B) and Copy of FCC Form 602

1) Radio Service Code: BR	1a) Existing Radio Service Code:
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<p>Authorization (STA), enter the code and attach the required exhibit as described in the instructions. Otherwise enter 'N' (Not Applicable).</p>	
3b) If this application is for Special Temporary Authority due to an emergency situation, enter 'Y'; otherwise enter 'N'. Refer to Rule 1.915 for an explanation of Situations considered to be an emergency.	(<u> </u>) Yes No
4) If this application is for an Amendment or Withdrawal, enter the file number of the pending application currently on file with the FCC.	File Number
License, or Administrative Update, enter the call sign of the existing FCC license. If this is a request for Registered Location/Link, enter the FCC call sign assigned to the geographic license.	Call sign
6) If this application is for a New, Amendment, Renewal Only, or Renewal/Modification, enter the requested authorization expiration date (this item is optional).	MM OD
7) Is this application "major" as defined in §1.929 of the Commission's Rules when read in conjunction with the applicable radio Service rules found in Parts 22 and 90 of the Commission's Rules? (NOTE: This question only applies to certain site-specific applications. See the instructions for applicability and full text of 61.9291.	(<u> </u>) Yes No
8) Are attachments (other than associated schedules) being filed with this application?	(<u> </u>) Yes No

9) Is the Applicant exempt from FCC application fees?	(<u> </u>) Yes No
10) Is the Applicant exempt from FCC regulatory fees?	(<u> </u>) Yes No
11a) Does this application include a request for a Waiver of the Commission's Rule(s)? If 'Yes', attach an exhibit providing rule number(s) and explaining circumstances.	(<u> </u>) Yes No
11b) If 11a is 'Y', enter the number of rule sections involved	Number of at least Rule Section(s): <u> </u>
12) Are the frequencies or parameters requested in this filing Covered by grandfathered privileges, previously approved by waiver, or functionally integrated with an existing station?	(<u> </u>) Yes No

X			
15) If the Licensee name is being updated, is the update a result from the sale (or transfer of control) of the license(s) to another party and for which proper Commission approval has not been received or proper notification not provided?			(<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
16) First Name (if individual):	MI:	Last Name:	suffix:
19) P.O. Box:	And/Or	20) Street Address: 9 Desbrosses Street, Suite 402	
New York		NY	10013

Race: (<input type="checkbox"/>) American Indian or Alaska Native (<input type="checkbox"/>) Asian (<input type="checkbox"/>) Black or African-American (<input type="checkbox"/>) Native Hawaiian or Other Pacific Islander (<input type="checkbox"/>) White	Ethnicity: (<input type="checkbox"/>) Hispanic or Latino (<input type="checkbox"/>) Not Hispanic or Latino	Gender: (<input checked="" type="checkbox"/>) Male (<input type="checkbox"/>) Female
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28) Name of Real Party in Interest of Applicant (If different from	29) FCC Registration Number (FRN) of Real Party in Interest:

30) First Name: Stephen	MI: E	Last Name: Coran	suffix:
33) P.O. Box:	And/Or	34) Street Address: 1615 L Street, N.W., Suite 1325	
35) City: Washington		36) State: DC	37) Zip Code: 20036
38) Telephone Number: (202) 463-4310		39) FAX:	
40) E-Mail Address: scoran@rinicoran.com			

Regulatory Status

41) This filing is for authorization to provide or use the following type(s) of radio service offering (enter all that apply):

☒ Common Carrier (☒ Non-Common Carrier (☒ Private internal communications () Broadcast Services () Band Manager

Type of Radio Service

42) This filing is for authorization to provide the following type(s) of radio service (choose all that apply):

(☒ Fixed (☒ Mobile () Radiolocation () Satellite (sound) () Broadcast Services

43) Does the Applicant propose to provide service interconnected to the public telephone network? (☒ Yes ☒ No

Alien Ownership Questions (If any answer is 'Y', provide an attachment explaining the

44) Is the Applicant a foreign government or the representative of any foreign government? (☐ N ☒ Yes ☐ No

45) Is the Applicant an alien or the representative of an alien? (☐ N ☒ Yes ☐ No

46) Is the Applicant a corporation organized under the laws of any foreign government? (☐ N ☒ Yes ☐ No

47) Is the Applicant a corporation of which more than one-fifth of the capital stock is owned or controlled or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? (☐ N ☒ Yes ☐ No

48a) Is the Applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned or controlled or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? (☐ N ☒ Yes ☐ No

48b) If the answer to 48a is 'Y', has the Applicant received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this filing? (☐ Yes ☐ No

If the answer to 48b is 'Y', attach an exhibit that identifies the citation(s) of the applicable declaratory ruling(s) by DA/FCC number of the FCC Record citation, if available, release date, and any other identifying information.

If the answer to 48b is 'N', attach to this filing a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.

Basic Qualification Questions

49) Has the Applicant or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? (☐ N ☒ Yes ☐ No

50) Has the Applicant or any party to this application, or any party directly or indirectly controlling the Applicant, ever been convicted of a felony by any state or federal court? (☐ N ☒ Yes ☐ No

51) Has any court finally adjudged the Applicant or any party directly or indirectly controlling the Applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? (☐ N ☒ Yes ☐ No

If the answer to any of 49-51 is 'Y', attach an exhibit explaining the circumstances.

Aeronautical Advisory Station (Unicom) Certification

52) () I certify that the Station will be located on property of the airport to be served, and, in cases where the airport does not have a control tower, RCO, or FAA flight service station, that I have notified the owner of the airport and all aviation service organizations located at the airport within ten days prior to application.

Broadband Radio Service and Educational Broadband Service Cable Cross-Ownership

53a) Will the requested facilities be used to provide multichannel video programming service? (☐ N ☒ Yes ☐ No

53b) If the answer to question 53a is 'Y', does Applicant operate, control or have an attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic Service area of the requested facilities? (☐ Yes ☐ No

Note: If the answer to question 53b is 'Y', attach an exhibit explaining how the Applicant complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission Rule(s) is being requested, Item 11a must be answered 'Y'.

Broadband Radio Service and Educational Broadband Service (Part 27)

54) (For EBS only) Does the Applicant comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? (☐ Yes ☐ No

Note: If the answer to item 54 is 'N', attach an exhibit explaining how the Applicant complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission Rule(s) is being requested, Item 11a must be answered 'Y'.

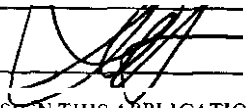
55) (For BRS and EBS) Does the Applicant comply with Sections 27.50, 27.55, and 27.1221 of the Commission's Rules? (☒ Yes ☐ No

Note: If the answer to item 55 is 'N', attach an exhibit justifying a waiver of that rule(s). If a waiver of the Commission Rule(s) is being requested, Item 11a must be answered 'Y'.

General Certification Statements

1)	The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
2)	The Applicant certifies that grant of this application would not cause the Applicant to be in violation of any pertinent cross-ownership or attribution rules.* *If the Applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
3)	The Applicant certifies that all Statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
4)	The Applicant certifies that neither the Applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to §5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under §1.2002(c) of the rules, 47 CFR § 1.2002(c). See §1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
5)	The Applicant certifies that it either (1) has current required ownership data on file with the Commission, (2) is filing updated Ownership data simultaneously with this application, or (3) is not required to file ownership data under the Commission's Rules.
6)	The Applicant certifies that the facilities, operations, and transmitters for which this authorization is hereby requested are either: (1) categorically excluded from routine environmental evaluation for RF exposure as set forth in 47 C.F.R. 1.1307(b); or, (2) have been found not to cause human exposure to levels of radiofrequency radiation in excess of the limits specified in 47 C.F.R. 1.1310 and 2.1093 or, (3) are the subject of one or more Environmental Assessments filed with the Commission.
7)	The Applicant certifies that it has reviewed the appropriate Commission Rules defining eligibility to hold the requested license(s), and is eligible to hold the requested license(s).
8)	The Applicant certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Signature

First Name: Shant	Mi: S	Last Name: Hovnanian	suffix.
Signature: 			58) Date: March 2, 2007
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
Upon grant of this license application, the Licensee may be subject to certain construction or coverage requirements. Failure to meet the construction or coverage requirements will result in termination of the license. Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of license requested in this application.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, §1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, §312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, §503).			

1) Market Designator	2) Market Name	3) Channel Block	4) Sub-Market Designator	5) Percentage Of Bidding Credit	6) Open/Closed Bidding	7) I Am Seeking A Tribal Lands Bidding Credit In This Market
BTA-1-493	United States	2155-2175 MHz	NA	NA	NA	() Yes (N) No
						() Yes () No
						() Yes () No

RIBAL LANDS INFORMATION - Complete only when attaching the required certification(s) from the tribal government(s)

8) Market Designator	9) Channel Block	10) Name of Tribal Lands	11) Area, in square kms, of tribal lands contained within designated market	12) Indicate with an "x" those tribal lands where Applicant has secured the required certification(s) from the tribal governments [attach certification(s)]	13) The amount of bidding credit as defined by FCC Rules (by Market)	14) Additional amount of bidding credit requested (attach justification)

15) Agreement Identifier: Action Requested: ☐ Add ☐ Delete

Type of Agreement: ☐ Collusion-Based ☐ Designated Entity ☐ Other (Description of Type of Agreement) _____

Agreement Name:	NA
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<input type="checkbox"/> Entity Name:	Legal Entity Name	FCC Registration Number (FRN):	
<input type="checkbox"/> Individual Name:	First	MI	Last

<input type="checkbox"/> Entity Name:	Legal Entity Name	FCC Registration Number (FRN):	
<input type="checkbox"/> Individual Name:	First	MI	Last

<input type="checkbox"/> Entity Name:	Legal Entity Name	FCC Registration Number (FRN):	
<input type="checkbox"/> Individual Name:	First	MI	Last

FCC Registration Number (FRN):

16) Have you entered into any agreements which would impact your Designated Entity or closed bidding status? If 'Y', attach an exhibit.	(NA) <u>Yes</u> <u>No</u>
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17) Additional Demographic Information (Not Required)

Applicant Status:		
<input type="checkbox"/> Minority Owned Business	<input type="checkbox"/> Rural Telephone Company	<input type="checkbox"/> Woman Owned Business

Revenue and Asset Information

18) Has any Revenue and Asset information changed for the Applicant, the Disclosable Interest Holder, or the Affiliate? If 'Y', explain why in an exhibit.	(NA) <u>Yes</u> <u>No</u>
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19) Revenue and Asset Information for the Applicant

Purpose (Check Modify and complete all changes different from previously filed FCC Form 175)

<input type="checkbox"/> Modify	
20a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	(NA) <u>Yes</u> <u>No</u>
If 'Y', provide the following information.	
20b) Gross Revenues	\$ _____ (Format: 99,999.99)
20c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

21a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	(NA) <u>Yes</u> <u>No</u>

22a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	(NA) <u>Yes</u> <u>No</u>
If 'Y', provide the following information.	
22b) Gross Revenues	\$ _____ (Format: 99,999.99)
22c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Average Gross Revenue

23) Average Gross Revenue of Reported Years: \$ <u>NA</u> _____ (Format: 99,999.99)

Asset Disclosure

24) Total Assets as of Application Filing Deadline: \$ <u>NA</u> _____ (Format: 99,999.99)
--

Financial Statement.

25) Audited or Unaudited (Check One) <u>NA</u>
<input type="checkbox"/> The Applicant used audited financial statements. <input type="checkbox"/> The Applicant used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or an equivalent.

**FCC 601
Schedule B**

26) Revenue and Asset Information for the Disclosable Interest Holder (DIH)
Purpose (Select One) **NA**

<input type="checkbox"/> Add	<input type="checkbox"/> Modify	<input type="checkbox"/> Delete
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27) Disclosable Interest Holder

<input type="checkbox"/> Entity Name:				FCC RegistratmnNumber (FRN):
<input type="checkbox"/> IndividualName: First Shant	MI S	Last Hovnanian	Suffix	FCC RegistrationNumber (FRN): 0016158883

Gross Revenue Disclosure Most Recent Reponable Year

28a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	(NA) Yes No
If 'Y', provide the following information	
28b) Gross Revenues \$ _____ (Format 99 999 99)	
28c) Year End Date _____ (Date Format MM/DD/YYYY)	

One Year Prior to Most Recent Reportable Year

29a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment	(NA) Yes No
If 'Y', provide the following information	
29b) Gross Revenues \$ _____ (Format 99 999 99)	
29c) Year End Date _____ (Date Format MM/DD/YYYY)	

explain why in an attachment	
if 'Y', provide the following information	
30b) Gross Revenues \$ _____ (Format 99 999 99)	
30c) Year End Dale _____ (Date Format MMIDDIWW)	

Average Gross Revenue

31) Average Gross Revenue of Reported Years \$ NA _____ (Format 99.99999)

Asset Disclosure

32) Total Assets as of Application Filing Deadline \$ NA _____ (Format 99 999 999)
--

Financial Statements

33) Audited or Unaudited (Check One) NA <input type="checkbox"/> The Disclosable Interest Holder used audited financial statements <input type="checkbox"/> The Disclosable Interest Holder used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's Chief financial officer or the equivalent

**FCC 601
Schedule B**

☐ Add

27) Disclosable Interest Holder

<input type="checkbox"/> Entity Name:			FCC Registration Number (FRN):	
<input checked="" type="checkbox"/> Individual Name: First William	MI F	Last Leimkuhler	Suffix	FCC Registration Number (FRN): 0016168809

28a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.		(NA) <u>Yes</u> No
If 'Y', provide the following information.		
28b) Gross Revenues	\$ _____	(Format: 99,999.99)
28c) Year End Date:	_____	(Date Format: MM/DD/YYYY)

29a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.		(NA) <u>Yes</u> No
If 'Y', provide the following information.		
29b) Gross Revenues	\$ _____	(Format: 99,999.99)
29c) Year End Date:	_____	(Date Format: MM/DD/YYYY)

30a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.		(NA) <u>Yes</u> No
If 'Y', provide the following information.		
30b) Gross Revenues	\$ _____	(Format: 99,999.99)
30c) Year End Date:	_____	(Date Format: MM/DD/YYYY)

Average Gross Revenue

31) Average Gross Revenue of Reported Years: \$ <u>NA</u> (Format: 99,999.99)
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Asset Disclosure

32) Total Assets as of Application Filing Deadline: \$ <u>NA</u> (Format: 99,999.99)

Financial Statements

33) Audited or Unaudited (Check One) <u>NA</u>
<input type="checkbox"/> The Disclosable Interest Holder used audited financial statements.
<input type="checkbox"/> The Disclosable Interest Holder used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.

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<input type="checkbox"/> Entity Name:				FCC Registration Number (FRN):
<input checked="" type="checkbox"/> Individual Name: First Christopher	MI	Last Vizas	Suffix	FCC Registration Number (FRN): 0016168817

28a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	(NA) Yes No
If 'Y', provide the following information.	
28b) Gross Revenues	\$ _____ (Format: 99,999.99)
28c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

One Year Prior to Most Recent Reportable Year

29a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	(NA) Yes No
If 'Y', provide the following information.	
29b) Gross Revenues	\$ _____ (Format: 99,999.99)
29c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Two Years Prior to Most Recent Reportable Year

30a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	(NA) Yes No
If 'Y', provide the following information.	
30b) Gross Revenues	\$ _____ (Format: 99,999.99)
30c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Average Gross Revenue

31) Average Gross Revenue of Reported Years: \$ NA _____ (Format: 99,999.99)

Asset Disclosure

32) Total Assets as of Application Filing Deadline: \$ NA _____ (Format: 99,999.99)
--

Financial Statements

33) Audited or Unaudited (Check One) NA
<input type="checkbox"/> The Disclosable Interest Holder used audited financial statements
<input type="checkbox"/> The Disclosable Interest Holder used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.

**FCC 601
Schedule B**

26) Revenue and Asset Information for the Disclosable Interest Holder (DIH)
Purpose (Select One) NA

<input type="checkbox"/> Entity Name				FCC Registration Number (FRN)
<input checked="" type="checkbox"/> Individual Name First <u>John</u>	MI <u>A</u>	Last <u>Kallassy</u>	Suffix	FCC Registration Number (FRN) <u>0016166761</u>

Gross Revenue **Disclosure Most** Recent Reportable Year

28a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	(<u>NA</u>) <u>Yes</u> <u>No</u>
If 'Y', provide the following information.	
28b) Gross Revenues	\$ _____ (Format: 99,999.99)
28c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

One Year Prior to **Most** Recent Reportable Year

29a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	(<u>NA</u>) <u>Yes</u> <u>No</u>
If 'Y', provide the following information.	
29b) Gross Revenues	\$ _____ (Format: 99,999.99)
29c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Two Years Prior to **Most** Recent Reportable Year

30a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	(<u>NA</u>) <u>Yes</u> <u>No</u>
If 'Y', provide the following information.	
30b) Gross Revenues	\$ _____ (Format: 99,999.99)
30c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Average Gross Revenue

31) Average Gross Revenue of Reported Years	\$ <u>NA</u> _____ (Format: 99,999.99)
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Asset **Disclosure**

32) Total Assets as of Application Filing Deadline: \$ <u>NA</u> _____ (Format: 99,999.99)
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Financial Statements

33) Audited or Unaudited (Check One) <div style="text-align: center;"><u>NA</u></div> <input type="checkbox"/> The Disclosable interest Holder used audited financial statements <input type="checkbox"/> The Disclosable interest Holder used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent
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<input type="checkbox"/> Entity Name				FCC Registration Number (FRN)
<input checked="" type="checkbox"/> Individual Name First Thomas	MI M	Last Finn	Suffix	FCC Registration Number (FRN) 0016166753

28a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	(NA) <u>Yes</u> <u>No</u>
If 'Y', provide the following information	
28b) Gross Revenues	\$ _____ (Format 99 999 99)
28c) Year End Date	_____ (Date Format MM/DD/YYYY)

One Year Prior to **Most** Recent Reportable Year

29a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment	(NA) <u>Yes</u> <u>No</u>
If 'Y' provide the following information	
29b) Gross Revenues	\$ _____ (Format 99 999 99)
29c) Year End Date	_____ (Date Format MMDDIWW)

30a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment	(NA) <u>Yes</u> <u>No</u>
If 'Y', provide the following information	
30b) Gross Revenues	\$ _____ (Format 99 999 99)
30c) Year End Date	_____ (Date Format MMDDIWW)

Average Gross Revenue

31) Average Gross Revenue of Reponed Years \$ <u>NA</u> _____ (Format: 99,999.99)

Asset Disclosure

32) Total Assets as of Application Filing Deadline: \$ <u>NA</u> _____ (Format: 99,999.99)
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Financial Statements

33) Audited or Unaudited (Check One) <div style="text-align: center;">NA</div> <div><input type="checkbox"/> The Disclosable Interest Holder <u>used</u> audited financial statements</div> <div><input type="checkbox"/> The Disclosable Interest Holder used <u>unaudited financial</u> statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicants chief financial officer or the equivalent</div>

<input type="checkbox"/> Entity Name				FCC Registration Number(FRN)
<input checked="" type="checkbox"/> individualName First Vahak	MI S	Last Hovnanian	Suffix	FCC Registration Number (FRN) 0016158925

Gross Revenue Disclosure **Most** Recent Reportable Year

28a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.	(NA) <u>Yes</u> No
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If 'Y' provide the following information	
28b) Gross Revenues	\$ _____ (Format 99 999 99)
28c) Year End Date	_____ (Date Format MM/DD/YYYY)

One Year Prior to **Most** Recent Reportable Year

29a) Were the DIH and any predecessors-In-Interest in existence for a full year of the relevant period? If 'N', explain why in an attachment	(NA) <u>Yes</u> No
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If 'Y' provide the following information	
29b) Gross Revenues	\$ _____ (Format 99 999 99)
29c) Year End Date	_____ (Date Format MM/DD/YYYY)

explain why in an attachment.	
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If 'Y' provide the following information	
30b) Gross Revenues	\$ _____ (Format 99 999 99)
30c) Year End Date	_____ (Date Format MM/DD/YYYY)

Average **Gross** Revenue

31) Average Gross Revenue of Reported Years	\$ NA _____ (Format 99,999.99)
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Asset Disclosure

32) Total Assets as of Application Filing Deadline:	\$ NA _____ (Format: 99,999.99)
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Financial Statements

33) Audited or Unaudited (Check One)	
NA	
<input type="checkbox"/>	The Disclosable Interest Holder used audited financial statements
<input type="checkbox"/>	The Disclosable Interest Holder used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's Chief financial officer or the equivalent

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<input checked="" type="checkbox"/> Entity Name XO Holdings, Inc.				FCC Registration Number (FRN) 0014910871
<input type="checkbox"/> Individual Name First	MI	Last	Suffix	FCC Registration Number (FRN)

Gross Revenue Disclosure Most Recent Reportable Year

28a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment	(NA) Yes No
If 'Y', provide the following information.	
28b) Gross Revenues	\$ _____ (Format: 99,999.99)
28c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

One Year Prior to Most Recent Reportable Year

29a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment	(NA) Yes No
If 'Y' provide the following information	
29b) Gross Revenues	\$ _____ (Format: 99,999.99)
29c) Year End Date	_____ (Date Format: MM/DD/YYYY)

Two Years Prior to Most Recent Reportable Year

30a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment	(NA) Yes No
If 'Y' provide the following information	
30b) Gross Revenues	\$ _____ (Format: 99,999.99)
30c) Year End Date	_____ (Date Format: MM/DD/YYYY)

Average Gross Revenue

31) Average Gross Revenue of Reported Years	\$ NA _____ (Format: 99,999.99)
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Asset Disclosure

32) Total Assets as of Application Filing Deadline	\$ NA _____ (Format: 99,999.99)
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Financial Statements

33) Audited or Unaudited (Check One)	NA
<input type="checkbox"/> The Disclosable Interest Holder used audited financial statements	
(GAAP) and certified by the Applicants chief financial officer or the equivalent	

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<input checked="" type="checkbox"/> Entity Name Speedus Corp.				FCC Registration Number (FRN) 0016157356
<input type="checkbox"/> Individual Name First	MI	Last	Suffix	FCC Registration Number (FRN)

36a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.		(NA) Yes No
If 'Y', provide the following information,		
36b) Gross Revenues	a	(Format: 99,999.99)
36c) Year End Date:		(Date Format: MM/DD/YYYY)

One Year Prior to Most Recent Reportable Year

37a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.		(NA) Yes No
If 'Y', provide the following information.		
37b) Gross Revenues	I	(Format: 99,999.99)
37c) Year End Date:		(Date Format: MM/DD/YYYY)

38a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment.		(NA) Yes No
If 'Y', provide the following information.		
38b) Gross Revenues	\$	(Format: 99,999.99)
38c) Year End Date:		(Date Format: MM/DD/YYYY)

Average Gross Revenue

39) Average Gross Revenue of Reported Years	\$ NA	(Format: 99,999.99)
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Asset Disclosure

40) Total Assets as of Application Filing Deadline:	\$ NA	(Format: 99,999.99)
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Financial Statements

41) Audited or Unaudited (Check One)	
NA	
<input type="checkbox"/> The Affiliate used audited financial statements	
<input type="checkbox"/> The Affiliate used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.	

42a) Gross Revenues \$ NA (Format: 99,999.99)
42b) Year End Date; _____ (Date Format: MM/DD/YYYY)

Total Gross Revenues for One Year Prior to Most Recent Reportable Year

43a) Gross Revenues: \$ NA (Format: 99,999.99)
43b) Year End Date: _____ (Date Format: MM/DD/YYYY)

44a) Gross Revenues \$ NA (Format: 99,999.99)
44b) Year End Date _____ (Date Format: MM/DD/YYYY)

45) Aggregate Average Gross Revenue \$ NA (Format: 99,999.99)

46) Aggregate Average Gross Revenue: \$ NA (Format: 99,999.99)

Total Assets Disclosure for Closed Bidding

47) Total Assets: \$ NA (Format: 99,999.99)

Certifications (By signing the Main Form, the Applicant certifies that the statements listed are true, complete, correct and made in good faith)

Applicant certifies that the Applicant's sole control group member is a pre-existing entity, if applicable.

Applicant certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Applicant certifies that it will comply with the bidding credit buildout requirements and consult with the tribal government(s) regarding the siting of facilities and deployment of service on the tribal land(s) as set out in the applicable FCC rules.

Applicant provided separate gross revenue information for itself, for each of Applicant's officers and directors: for each of Applicant's other interests; for each of Applicant's affiliates; and for each affiliate of each of Applicant's officers, directors, and other controlling interests.

controlling interest: for each of Applicant's affiliates; and for each affiliate of each Applicant's officers, directors, and other controlling interests.

1a) ☐ Current Filing

☒ Proposed Filing

If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.

2) First Name (if individual).	MI:	Last Name:	suffix:
3) Filer Name (if entity). NetfreeUS, LLC		4) FCC Registration Number (FRN): 16167439	

5) Contact Information

Name and Address: NetfreeUS LLC 9 Desbrosses Street Suite 402, NY 100131701 Ann Thomas M Finn	Telephone Number: 888-773-3669 Fax Number: 212-937-5230 E-mail Address:
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6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets if necessary)	6b) Principal Business	6c) FCC Registration Number (FRN)	6d) Percent of Interest Held
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First Name Shant	MI S	Last Name Hovnanian	Suffix
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Signature Shant S Hovnanian	Date: 3/01/2007
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UNLAWFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY PART THEREOF MAY BE CAUSE FOR REVOCATION OF ANY STATE LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).